



MARKET RELEASE

Date: 22 August 2017

Genesis Energy Limited (GNE) – Annual Shareholder Meeting

Genesis Energy advises that the following attached documents will be sent to Genesis Energy shareholders today:

- The Notice of Annual Shareholder Meeting 2017;
- The Proxy Voting Form for the Annual Shareholder Meeting 2017;
- An email advising them of the Annual Result and Annual Shareholder Meeting details.

The attached email will also be sent to bondholders advising them of the Annual Result.

An electronic copy of the Notice of Meeting and Proxy Voting Form will also be available on the Genesis Energy website at www.genesisenergy.co.nz/annual-shareholder-meeting.

Genesis Energy's Annual Shareholder Meeting, will be held on Wednesday 20 September 2017, commencing at 10.00 am (NZST), in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Auckland, New Zealand.

To view Genesis' *Annual Report* and additional content highlighting our achievements in FY2017, go to yearinreview.genesisenergy.co.nz.

ENDS

For media enquiries, please contact:

Mark Watts

Acting Head of Public Affairs

027 2504 018

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Wendy Jenkins

Group Manager Corporate Finance and Investor Relations

Genesis Energy

P: 09 951 9355

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About Genesis Energy

Genesis Energy (NZX: GNE) is a diversified New Zealand energy company. It sells electricity, reticulated natural gas and LPG through its retail brands of Genesis Energy and Energy Online. It is New Zealand's largest energy retailer with around 505,000 customers. The Company generates electricity from a diverse portfolio of thermal and renewable generation assets located in different parts of the country. Genesis Energy also has a 46% interest in the Kupe Joint Venture, which owns the Kupe Oil and Gas Field offshore of Taranaki, New Zealand. Genesis Energy had revenue of \$NZ2 billion during the 12 months ended 30 June 2017. More information can be found at www.genesisenergy.co.nz

Notice of Annual Shareholder Meeting

Notice is hereby given that the 2017 Annual Shareholder Meeting of Genesis Energy Limited will be held on:

Wednesday 20 September 2017, commencing **10:00am**, in the **Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland**. Entry to the meeting room will be available from **9:30am**.

Genesis: www.genesisenergy.co.nz

Year in review: www.yearinreview.genesisenergy.co.nz



Order of Business

A. CHAIRMAN'S ADDRESS

B. CHIEF EXECUTIVE'S REVIEW

C. SHAREHOLDER QUESTIONS

Consideration of any shareholder questions raised during the meeting on the Financial Statements and reports and on the performance and management of Genesis Energy.

D. ORDINARY BUSINESS AND RESOLUTIONS

To consider and, if thought fit, pass the following ordinary resolutions:

Resolution 1:

Re-election of Mark Cross

That Mark Cross, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Resolution 2:

Re-election of Doug McKay

That Doug McKay, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Resolution 3:

Re-election of John Leuchars

That John Leuchars, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.


Ordinary Resolutions

Each resolution set out above is to be considered as a separate ordinary resolution. An ordinary resolution is a resolution approved by a simple majority of votes of shareholders entitled to vote and voting at the meeting in person or by proxy or representative.

E. GENERAL BUSINESS AND SHAREHOLDER DISCUSSIONS/QUESTIONS

To consider such other business as may lawfully be raised at the meeting.

By order of the Board



CHERIE LAWRENCE

General Counsel and Company Secretary

22 August 2017

Explanatory Notes

Resolutions 1–3: Re-election of Mark Cross, Doug McKay and John Leuchars

NZX Main Board Listing Rule 3.3.11 and the Company's constitution require that one-third of the Company's Directors retire by rotation at each Annual Shareholder Meeting but can offer themselves for re-election if they wish.

In 2017 Independent Directors Mark Cross, Doug McKay and John Leuchars retire by rotation at the Annual Shareholder Meeting and offer themselves for re-election. Brief biographies of each Director are provided over.

Directors unanimously recommend that shareholders vote in favour of the re-election of Mark Cross, Doug McKay and John Leuchars.



DOUG MCKAY
ONZM, BA, AMP (HARVARD)

Doug McKay joined the Genesis Board in June 2014 and is Chairman of the Company's Human Resources and Remuneration Committee and the Nominations Committee.

Doug is Chairman of the Bank of New Zealand and Eden Park Trust Board and has directorships with National Australia Bank (NAB), IAG and Ryman Healthcare. He is a Director and shareholder of Tourism Transport Limited.

Doug began his career with Procter & Gamble, working in a number of roles both in New Zealand and overseas and subsequently worked in Managing Director and Chief Executive roles with Lion Nathan, Carter Holt Harvey, Goodman Fielder, Sealord and Independent Liquor where he was also Chairman. Doug was the inaugural Chief Executive of the amalgamated Auckland Council until the end of 2013.



MARK CROSS
BBS, CA

Mark Cross joined the Genesis Board in June 2014 and is a member of the Company's Audit and Risk Committee.

Mark, a professional Director, is currently Chairman of Milford Asset Management Limited, MFL Mutual Fund Limited/Superannuation Investments Limited and a Director of listed companies Z Energy, Chorus and Argosy Property, as well as other private companies in which he is an investor.

In his nearly 20-year investment banking career, Mark provided corporate finance advice to companies and governments in Australia, United Kingdom and Europe. Mark held senior positions at Deutsche Bank in London, and prior to that in Australia, and at Lloyds Corporate Finance/Southpac Corporation in Australia and New Zealand.



JOHN LEUCHARS
ME, BCA, FIPENZ

John Leuchars joined the Genesis Board in July 2012 and is a member of the Company's Audit and Risk Committee.

John is a professional Director whose Board appointments currently include KiwiRail Holdings Limited and Wellington Gateway General Partner companies (Transmission Gully Motorway).

John was a consulting engineer who held Director and Managing Director positions in international consulting engineering companies for 30 years. These included Managing Director of Connell Wagner (NZ) Limited (now Aurecon) and of Connell Mott MacDonald, London. He has experience in a broad range of industries, including the design of power generation projects in a hands-on design role and at a governance level.

Procedural Notes and Other Information

1. PROXY VOTE

As a shareholder you may attend the meeting and vote or you may appoint a proxy to attend the meeting and vote in your place. If you wish to appoint a proxy you should complete the Proxy Voting Form, which is enclosed with this Notice of Meeting, or lodge your proxy preference online at www.investorvote.co.nz (see below for further details). A proxy need not be a shareholder of the Company. If you wish, you may appoint the Chairman of the meeting or any Director as your proxy. Proxy Voting Forms must be returned to the office of Genesis Energy's share registrar, Computershare Investor Services Limited, either by:

- Mail in the enclosed pre-paid envelope, for:
 - New Zealand, Private Bag 92 119, Auckland 1142; and
 - Australia, Reply Paid 3329, Melbourne, Victoria 8060;
- Fax to +64 9 488 8787;
- Lodge your proxy appointment online at www.investorvote.co.nz. You will be required to enter your CSN Securityholder number and postcode/ country of residence and the secure access control number that is located on the front of your Proxy Voting Form.

To be effective, the Proxy Voting Form must be received by the Company's share registrar, or the online appointment

completed, no later than 10.00am (NZST) on Monday 18 September 2017.

Voting entitlements will be determined at the close of trading on 15 September 2017. Registered shareholders at that time will be the only persons entitled to vote at the Annual Shareholder Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Shareholder Meeting.

A corporation may appoint a person to attend the meeting as its representative in the same manner as it may appoint a proxy.

If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. If you wish to give your proxy discretion then you must mark the appropriate boxes on the Proxy Voting Form. If you do not tick any box for a particular resolution then your proxy may vote as they choose, as if you had selected 'Proxy Discretion'.

The Chairman of the meeting, or any other Director, is willing to act as a proxy on behalf of shareholders who wish to appoint them for that purpose. The Chairman of the meeting and Directors who act as proxies on behalf of shareholders intend to vote any proxy discretion in favour of all resolutions.

If you are attending in person, please bring the enclosed Proxy Voting Form to the Annual Shareholder Meeting to assist with your registration.

2. WEBCAST

If shareholders are unable to attend the meeting, but would still like to follow its proceedings, then visit www.genesisenergy.co.nz/annual-shareholder-meeting.

Shareholders who are following proceedings by webcast can vote by proxy prior to the meeting (see note 1 for further details on proxy voting).

3. REFRESHMENTS

After the formal part of the Annual Shareholder Meeting has concluded, Genesis Energy invites you to join members of the Board and our executive team for a light morning tea.

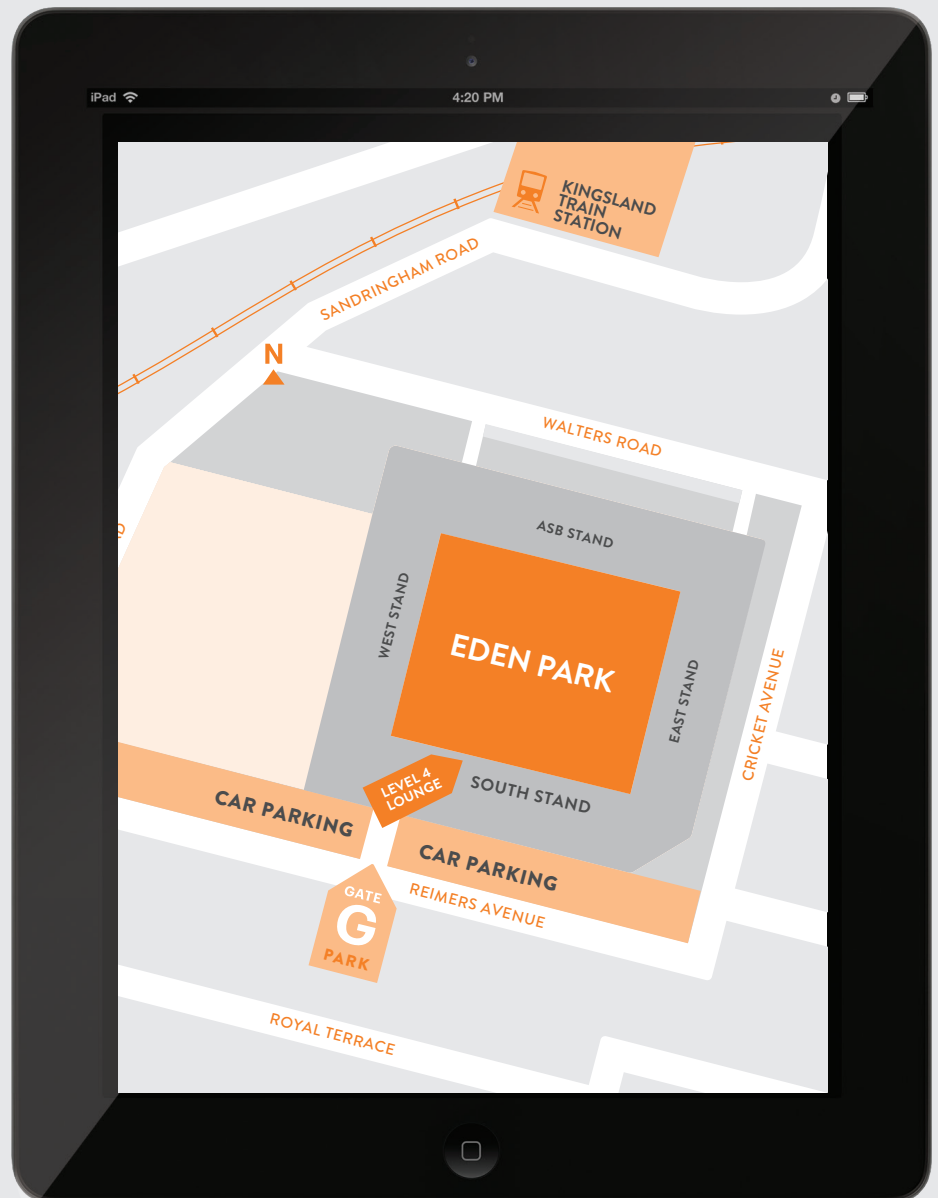
YEAR IN REVIEW WEBSITE

We are telling our story in new ways this year. To see Dame Jenny Shipley and Marc England talking about our successes in 2017, go to **www.yearinreview.genesisenergy.co.nz**. You will also hear from our customers, and what reimagining energy means for them, along with the year's other highlights and achievements, including our financial performance.

Directions for shareholders attending the 2017 Annual Shareholder Meeting

MEETING VENUE

- > Entry to the Annual Shareholder Meeting is at Gate G/P5
- > Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland
- > Parking at Eden Park is marked on the map.
- > Please allow plenty of time to find a car park.
- > Please allow 5 minutes if you are walking from Kingsland Train Station to Eden Park.



RSVP

To assist in our planning we would be grateful if you would complete this form if you wish to attend this year's Annual Shareholder Meeting.

- ☐ **YES** I WILL ATTEND
- ☐ **NO** I WILL NOT ATTEND

NAME:

NUMBER OF ATTENDEES:

Please return by mail in the enclosed pre-paid envelope or fax to +64 9 488 8787 or scan and email to corporateactions@computershare.co.nz





Lodge your Proxy Voting Form



Online

www.investorvote.co.nz



By Mail

Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax

+64 9 488 8787

For all enquiries contact



+64 9 488 8777



By Email

corporateactions@computershare.co.nz

The **2017 Annual Shareholder Meeting of Genesis Energy Limited** will be held on **Wednesday 20 September 2017**, at **10.00am**, in the **Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, New Zealand**.

Voting Proxy Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Your secure access information

Control Number:

CSN/Shareholder Number:

PLEASE NOTE: You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy.

Smartphone?

Scan the QR code to vote now.



For your proxy to be effective it must be received by **10:00am (NZST) Monday 18 September 2017**

Voting - General

You are entitled to one vote for every fully paid share in Genesis Energy Limited, held at 5pm on 15 September 2017. It is intended that voting at the Annual Shareholder Meeting (**Meeting**) will occur by way of poll.

Options on How to Vote

Option 1 - Attend the Meeting

If you propose to **ATTEND** the Meeting, please bring this Proxy Voting Form intact to the Meeting, as the barcode will assist with your registration. If a representative of a corporate security holder or proxy is to attend the Meeting, they may need to provide evidence of your authorisation to act prior to admission.

Option 2 - Appointment of Proxy (refer to Steps 1 & 2 over the page or go to www.investorvote.co.nz)

If you do not plan to attend the Meeting, you may appoint a proxy of your choice, by either completing the form over the page or lodging your proxy preferences online at www.investorvote.co.nz. A proxy need not be a shareholder of Genesis Energy. If you appoint a proxy, that person is entitled to attend the Meeting to represent your interests and must be present for your vote to be counted. Should you wish to direct the proxy how to vote, the boxes over the page should be completed for each Resolution presented in Step 2 or you can lodge your proxy preferences online. If you mark the "Proxy Discretion" box for any Resolution, you are directing your proxy to vote as he or she thinks fit on your behalf. If you return your Proxy Voting Form without direction on any Resolution, the vote will be treated as if you have ticked "Proxy Discretion" and your proxy will exercise his/her discretion as to whether to vote and, if so, how.

If you wish, you may appoint the Chairman of the Meeting, or any other Director as your proxy. To do this, enter 'the Chairman' or the Director's name in the space allocated in Step 1 over the page or online. If you appoint the Chairman or any Director as your proxy, and you mark the "Proxy Discretion" box, you acknowledge that he/she may exercise your proxy even if he/she has an interest in the outcome of the resolutions.

The Chairman of the Meeting and the Directors intend to vote proxies marked "Proxy Discretion" in favour of all Resolutions.

Signing Instructions for the Proxy Voting Form

Individual

Where a shareholder is an individual, this Proxy Voting Form must be signed by the shareholder or his or her duly authorised attorney.

Joint Shareholding

In the case of joint shareholding, this Proxy Voting Form must be signed by each of the joint shareholders (or their duly authorised attorney).

Companies

Where the shareholder is a company or corporate shareholder, this Proxy Voting Form must be signed by a duly authorised officer or attorney.

Trusts

Where a shareholder is a trust, this Proxy Voting Form must be signed by at least one trustee in accordance with the relevant trust deed (using the rules for an individual or a company, depending on whether the trustee is an individual or a company).

Partnerships

A body corporate shareholder is a partnership, this Proxy Voting Form should be signed by at least one partner in accordance with the rules governing the partnership (using the rules for an individual or a company, depending upon whether the partner is an individual or a company).

Power of Attorney

If this Proxy Voting Form has been signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Voting Form, unless it has already been noted by Genesis Energy or Computershare Investor Services Limited.

Body Corporate

A body corporate shareholder may appoint a representative on its behalf in the same manner as if it were appointing a proxy, provided that the Chairman of the Meeting, the Board, or the persons checking the entitlement of people to attend the Meeting, shall waive any time limit for prior notice in respect of a corporation in favour of a person who at the Meeting can produce reasonable evidence of their authority to represent the corporation.



Turn over to complete the Proxy Voting Form

STEP 1: Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of **Genesis Energy Limited** ('Company')

hereby appoint _____ of _____
(name of proxy) (address)

or failing that person _____ of _____
(name of proxy) (address)

as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the **2017 Annual Shareholder Meeting of Genesis Energy Limited** to be held on **Wednesday 20 September 2017, commencing at 10.00am in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, New Zealand** and at any adjournment of that Meeting.

STEP 2: Items of Business - Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

Ordinary Business		For	Against	Abstain	Proxy's Discretion
Resolution 1	That Mark Cross, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	That Douglas McKay, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	That John Leuchars, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Shareholder(s) This section must be completed.

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

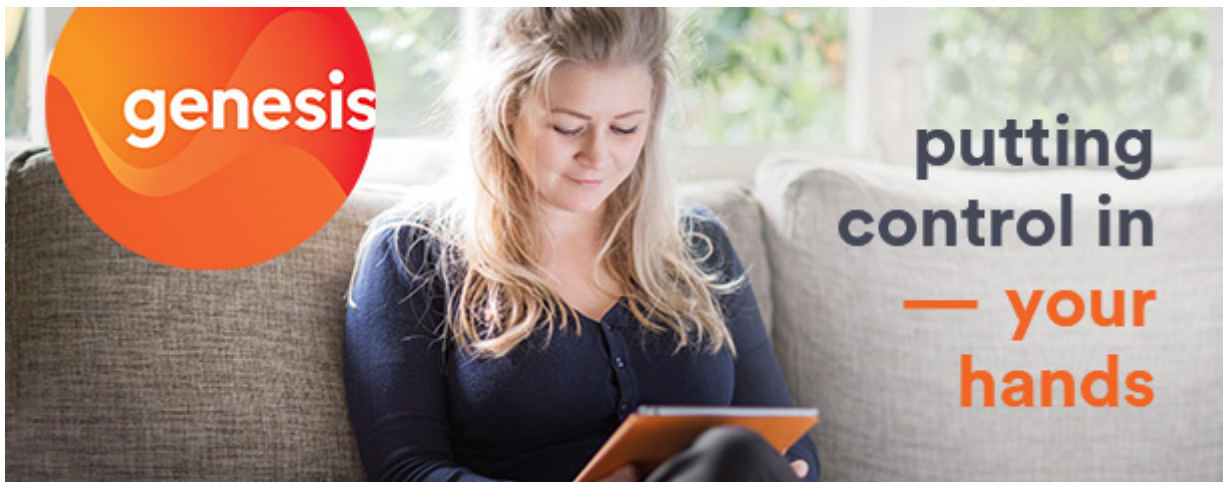
Shareholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



The 2017 Annual Shareholder Meeting of
Genesis Energy Limited will be held on
Wednesday 20 September 2017, at 10.00am,
in the Level 4 Lounge, South Stand, Eden Park,
Reimers Avenue, Mt Eden, Auckland, New Zealand.



CSN/Holder number 5964374

COMPUTERSHARE INVESTOR SERVICES LIMITED - SAMPLE ONLY

Dear Shareholder

FY17 Annual Results Announcement, Annual Report and Annual Shareholder Meeting 2017

Genesis Energy has today reported its financial results for the year ended 30 June 2017 to the NZX and released its Annual Report, including the details of the final dividend to be paid on 13 October 2017.

Shareholders may view the Annual Results, Annual Report and related information at:

<https://www.nzx.com/markets/NZSX/securities/GNE>

<http://www.asx.com.au/asx/share-price-research/company/GNE>

<https://www.genesisenergy.co.nz/investor-centre>

Annual Shareholder Meeting 2017

We are pleased to invite you to attend the Annual Shareholder Meeting of Genesis Energy Limited, to be held on Wednesday 20 September 2017, commencing at 10.00 am, in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, New Zealand.

Notice of Meeting

To view the formal notice of the Annual Shareholder Meeting (including the Explanatory Notes for each resolution), please click [here](#).

Attending and Voting in Person

If you are planning to attend the meeting, please register your attendance [online here](#).

To assist with registration on the day, please bring your CSN/Securityholder number with you and visit the registration desk where Computershare Investor Services Limited will provide you with a voting paper.

Webcast

If you are unable to attend the meeting, but would like to follow its proceedings, visit <https://edge.media-server.com/m6/p/xuocjv8a>, to view the webcast. Shareholders who are following proceedings by webcast, can vote by proxy prior to the meeting.

Lodge Your Proxy Vote Online

If you are not planning to attend the Annual Shareholder Meeting, you may vote by appointing a proxy of your choice to attend the meeting and either direct the proxy, or give the proxy discretion, as to how to vote on the resolutions presented. If you wish, you may appoint the Chairman of the meeting or any Director as your proxy.

Lodging your proxy online can be done by following the instructions below:

1. To access InvestorVote please [click here](#).
Alternatively, copy and paste the following address into your web browser:
<https://www.investorvote.com.au/Login?cn=9588&p=WCDT5QKFHN10V2XI44LQ6HKFKL2®systemcode=RMNZ>
Note: The address will NOT work if you paste it into a search engine (such as Google).
2. Enter in your postcode (if in New Zealand) or Country of Residence (if outside New Zealand) and click the 'LOGIN' button.
3. Follow the prompts to lodge your proxy online.

For your proxy appointment to be effective, it must be received by 10.00 am (NZST) on Monday 18 September 2017 (being 48 hours before the Annual Shareholder Meeting).

If you have any queries regarding the information above, please contact Computershare Investor Services Limited by [email](#) including your CSN/Securityholder number, or call on 09 488 8777 (Monday to Friday 8.30am - 5.00pm).

We hope to see you at the 2017 Annual Shareholder Meeting.

Keeping in Touch

If your contact details have changed, please advise Computershare of such changes by emailing enquiry@computershare.co.nz. Please include your CSN/Holder number and full name in the email.

We are interested in your feedback on our investor communications, our investor website and the Investor App (available to download at the Apple Store). If you have any comments please email us on investor.relations@genesisenergy.co.nz

Thank you again for choosing to receive our investor communications in electronic format. We have one of the highest rates of electronic distribution of any NZX and ASX Listed company, which helps to reduce the impact on the environment and provides us with cost efficiencies and for that we are grateful.

The Team at Genesis Energy Limited

You are receiving this email because you have signed up for electronic securityholder communications. You can unsubscribe to email notifications at any time by logging into Investor Centre www.investorcentre.com/nz. Select 'My profile' and click on the 'update' button on the communication preferences tile.



COMPUTERSHARE INVESTOR SERVICE

Dear Investor

FY17 Annual Results and Annual Report

Genesis Energy has today reported its financial results for the year ended 30 June 2017 to the NZX and released its Annual Report.

Bondholders may view the Annual Results, Annual Report and related information at:

<https://www.nzx.com/markets/NZSX/securities/GNE>

<http://www.asx.com.au/asx/share-price-research/company/GNE>

<https://www.genesisenergy.co.nz/investor-centre>

Keeping in Touch

If your contact details have changed, please advise Computershare of such changes by emailing enquiry@computershare.co.nz. Please include your CSN/Holder number and full name in the email.

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